

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **VMW Investments, LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **35-2527172**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**808 W. Indiana Ave.
Midland, TX 79701**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Midland
County

Location of principal assets, if different from principal place of business

**4200 and 4304 Airport Freeway, Fort Worth, TX 76117; and
3600 William D. Tate Avenue Grapevine, TX 76051**
Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **VMW Investments, LLC**
Name

Case number (if known)

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5311**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
- ☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	VMW Bedford, LLC	Relationship	Affiliate
District	Northern District of Texas	When	6/30/19
		Case number, if known	_____

Debtor **VMW Investments, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **VMW Investments, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 30, 2019**
MM / DD / YYYY**X /s/ Michael E. Waters**

Signature of authorized representative of debtor

Michael E. Waters

Printed name

Title **Manager****18. Signature of attorney****X /s/ Clay Taylor**

Signature of attorney for debtor

Date **June 30, 2019**

MM / DD / YYYY

Clay Taylor 24033261

Printed name

Bonds Ellis Eppich Schafer Jones LLP

Firm name

420 Throckmorton, Suite 1000**Fort Worth, TX 76102**

Number, Street, City, State & ZIP Code

Contact phone **8174056900**Email address **clay.taylor@bondsellis.com****24033261 TX**

Bar number and State

VMW INVESTMENTS, LLC
COMBINED WRITTEN CONSENT
(In Lieu of Special Meeting)
OF THE SOLE MANAGER
AND
THE SOLE MEMBER

June 28, 2019

The undersigned, being the sole manager (the “Manager”) and the sole member (the “Member”) holding one-hundred percent (100%) of the membership interests of **VMW Investments, LLC**, a Texas limited liability company (the “Company”), acting pursuant to the provisions of the Texas Business Organizations Code (the “TBOC”), does hereby (i) waive any and all requirements for calling, giving notice of, and holding a special meeting of the manager and of the members of the Company, (ii) consent to and confirm the taking of the following actions by the Company, such written consent to be (a) evidence of the actions taken by the manager and the members as of the date hereof; (b) filed with the minutes of the meetings of the manager and the members; and (c) in lieu of a special meeting, and (iii) adopt and consent to the actions contemplated by the following resolutions, effective as of the date first written above:

(a) *Voluntary Petition for Chapter 11 Bankruptcy.*

WHEREAS, the Company desires to file a voluntary petition (the “Petition”) for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Northern District of Texas, Fort Worth Division (the “Bankruptcy Court”);

WHEREAS, the Member is the sole member of the Company and owns a one-hundred percent (100%) membership interest in the Company; and

WHEREAS, in consultation with the President of the Company, the Manager and the Member have carefully considered the operations and the affairs of the Company and have determined that it is in the best interest of the Company to file a Chapter 11 Petition under the Bankruptcy Code in the Bankruptcy Court:

NOW, THEREFORE, BE IT RESOLVED, that the Company shall be, and hereby is, authorized, empowered and directed to: (a) file a Petition for relief

under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court and (b) along with the President and Manager of the Company, perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing;

FURTHER RESOLVED, that the law firm of Bonds Ellis Eppich Schafer Jones LLP shall be, and hereby is, authorized, empowered and directed to represent the Company and the Company as a debtor and debtor-in-possession in connection with any case commenced by or against it under the Bankruptcy Code;

FURTHER RESOLVED, that the Company is authorized, directed and empowered to retain such other attorneys, financial advisors, brokers, property managers, and accountants as each of the Manager or any authorized member of the Company (each, an "Authorized Person") shall deem appropriate in their judgment;

FURTHER RESOLVED, that each Authorized Person, on behalf of the Company, shall be, and each Authorized Person hereby is, authorized, empowered and directed to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as each Authorized Person so acting shall deem appropriate in their judgment to fully carry out the intent and accomplish the purposes of the Resolutions; and

FURTHER RESOLVED, that each Authorized Person is authorized, empowered and directed to execute and file such schedules, statements, exhibits, forms, and such other data and documents as he or they may deem appropriate, upon advice of counsel, in connection with or in furtherance of such case under the Bankruptcy Code.

(b) *Further Action*

RESOLVED, that in addition to and without limiting the foregoing, the Authorized Persons be, and each hereby are, authorized, empowered and directed to take, or cause to be taken, such further action and to execute and deliver, or cause to be executed and delivered, for and in the name and on behalf of the Company, all such further instruments and documents as such Authorized Person, with the advice of counsel, may deem to be necessary or advisable in order to effect the purpose and intent of the foregoing resolutions and to be in the best interest of the Company (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments or documents, as the case may be, by or under the direction of such Authorized Person), and all action heretofore taken by any Authorized Person in connection with the subject of the foregoing resolutions be, and it hereby is, approved, ratified and confirmed in all respects as the act and deed of the Company.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned have executed this Combined Written Consent (In Lieu of Special Meeting) of the Sole Manager and the Sole Member as of the date first written above.

MANAGER

A handwritten signature in black ink, appearing to read 'Michael Waters', written over a horizontal line.

Michael Waters

MEMBER

A handwritten signature in black ink, appearing to read 'Michael Waters', written over a horizontal line.

Michael Waters